

Med 3-4 99

03-12-1999



IBET

U.S. Department of Commerce
Patent and Trademark Office

~~attached original documents~~ or copy thereof.

To the Honorable Commissioner of Pa

100980765

1. Name of conveying party(ies):

Allaire Corp.

- Individual(s)
- General Partnership
- Corporation - Minnesota
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date:

April 25, 1997

2. Name and address of receiving party(ies):

Name: Allaire Corporation

Internal Address: _____

Street Address: One Alewife Center, 3rd Floor

City: Cambridge State: MA ZIP: 02140

Individual(s) citizenship

- Association
- General Partnership
- Limited Partnership

Corporation - Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1971442 and 2068926

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gerard P. O'Connor, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1446

(Attach duplicate copy of this page if paying by deposit account)

03/09/1999 JSHABAZZ 00000082 061446 1971442

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 25.00 CH

Jell OK

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gerard P. O'Connor, Esq.
Name of Person Signing

Gerard P. O'Connor
Signature

3/1/99
Date

Total number of pages comprising cover sheet: 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALLAIRE CORP.", A MINNESOTA CORPORATION,
WITH AND INTO "ALLAIRE CORPORATION" UNDER THE NAME OF "ALLAIRE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF APRIL, A.D. 1997, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2737164 8100M

991072039

AUTHENTICATION: 9594627

DATE: 02-24-99

TRADEMARK
REEL: 1865 FRAME: 0937

4-25-97

CERTIFICATE OF MERGER
OF
ALLAIRE CORP., A MINNESOTA CORPORATION,
WITH AND INTO
ALLAIRE CORPORATION, A DELAWARE CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Allaire Corporation	Delaware
Allaire Corp.	Minnesota

SECOND: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is "Allaire Corporation"

FOURTH: The certificate of incorporation of Allaire Corporation as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: An executed agreement and plan of merger is on file at the principal place of business of the surviving corporation, which is located at One Alewife Center, 3rd Floor, Cambridge, Massachusetts 02140.

SIXTH: A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of Allaire Corp. consists of 5,000,000 shares of Common Stock, \$.01 par value, 200,000 shares of Series A Convertible Preferred Stock, \$.01 par value, 508,849 shares of Series B Convertible Preferred Stock, \$.01 par value, and 84,600 shares of Series C Convertible Preferred Stock, \$.01 par value.

Dated: April 25, 1997

ALLAIRE CORPORATION

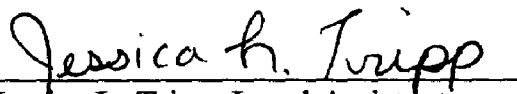
By: _____

President

David J. Orfao

Certificate of Mailing

I, Jessica L. Tripp, do hereby certify that the foregoing documents are being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner for Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231, on this date of March 1, 1999.



Jessica L. Tripp, Legal Assistant
Date of Deposit: March 1, 1999

138408.1

RECORDED: 03/04/1999

TRADEMARK
REEL: 1865 FRAME: 0939